

STATE OF CONNECTICUT  
INSURANCE DEPARTMENT

PROPOSED ACQUISITION OF CONTROL OF )

PHL VARIABLE INSURANCE COMPANY, )  
a Connecticut domiciled insurance company, )  
PHOENIX LIFE AND ANNUITY COMPANY, )  
a Connecticut domiciled insurance company, and )  
AMERICAN PHOENIX LIFE AND )  
REASSURANCE COMPANY, )  
a Connecticut domiciled insurance company )

by )

Docket No. EX 15-150

DAVERO MERGER SUB CORP., )  
a Delaware corporation, )  
NASSAU REINSURANCE GROUP HOLDINGS L.P., )  
a Delaware limited partnership, )  
NASSAU REINSURANCE GROUP )  
HOLDINGS GP, LLC, )  
a Delaware limited liability company, )  
NASSAU HOLDINGS, L.P., )  
a Cayman Islands exempted limited partnership, )  
GGCOF EXECUTIVE CO-INVEST HOLDINGS LTD. )  
a Cayman Islands exempted company )  
GOLDEN GATE PRIVATE EQUITY, INC., )  
a Delaware corporation and registered )  
investment advisor, and )  
DAVID C. DOMINIK )  
(collectively, "Nassau"). )

**NOTICE OF APPEARANCE**

Please enter our appearance in the above-designated matter on behalf of Nassau.

We are authorized to accept service on behalf of said participants in this matter.

  
\_\_\_\_\_  
Sam S. F. Caligiuri

Day Pitney LLP  
242 Trumbull Street  
Hartford, Connecticut 06103  
(860) 275-0396

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Kathleen D. Monnes

Day Pitney LLP  
242 Trumbull Street  
Hartford, Connecticut 06103  
(860) 275-0103

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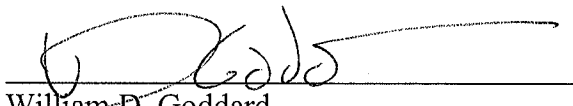
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William D. Goddard

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(860) 275-0117